

UNITED STATES BANKRUPTCY COURT
WESTERN DISTRICT OF PENNSYLVANIA

IN RE:	:	CASE NO. 17-20526(TPA)
	:	
UNIQUE VENTURES GROUP, LLC,	:	
	:	
Debtor.	:	CHAPTER 11
	:	
U.S. FOODS, INC.,	:	Related to Docket No. 700
	:	
Movant,	:	
	:	Hearing Date & Time:
v.	:	
	:	Response Date:
UNIQUE VENTURES GROUP, LLC,	:	
	:	
Respondent.	:	
	:	JUDGE AGRESTI

STIPULATION REGARDING DELAY OF PAYMENT OF CLAIM OF US FOODS, INC.

US Foods, Inc. (“US Foods”), 5171 Campbell Land Company, LLC (“5171 Campbell”) and M. Colette Gibbons, Chapter 11 Trustee for Unique Ventures Group, LLC (the “Trustee” and collectively with US Foods and 5171 Campbell, the “Parties”), by and through their undersigned counsel, and for their Stipulation Regarding Delay of Payment of Claim of US Foods, state as follows:

A. On February 13, 2016 (the “Petition Date”), Unique Ventures Group, LLC (the “Debtor”) filed a voluntary petition for relief under Chapter 11 of Title 11 of the United States Code, 11 U.S.C. §§ 101 *et seq.* (the “Bankruptcy Code”).

B. On March 23, 2017, the Court appointed the Trustee as Chapter 11 Trustee for the Debtor and its estate.

C. On January 9, 2018, an auction was conducted to sell substantially all assets of the bankruptcy estate of Unique Ventures Group, LLC (the “Debtor”) and 5171 Campbell was

determined to be the winning bidder. On January 24, 2018, the sale to 5171 Campbell was approved by the Court [Docket No. 970] (the “Sale”) and the Sale is scheduled to close on January 31, 2018.

D. On January 25, 2018, the Court entered an Order of Court Approving Stipulation of US Foods Claim [Docket No. 952] granting US Foods an allowed secured prepetition claim in the amount of \$605,507.12 (the “US Foods Claim”) and directing that the US Foods Claim and any and all outstanding post-petition amounts due or accrued as of the date of the closing of the Sale shall be paid in full to US Foods at the closing of the Sale. The post-petition amount due or accrued to US Foods as of January 31, 2018, is \$716,650.88 (the “US Foods Postpetition Claim”) and collectively with the US Foods Claim, the “Total US Foods Claim”).

E. On January 30, 2018, US Foods was informed by 5171 Campbell that, due to a delay in the transfer of title of certain real estate assets being purchased by 5171 Campbell in conjunction with the Sale, disbursement of some of the sale proceeds would need to be delayed to February 12, 2018.

F. As an accommodation to 5171 Campbell and the bankruptcy estate, US Foods has agreed to delay payment of its claims until February 12, 2018. On January 31, 2018, the lender to 5171 Campbell delivered \$26,077,918.28 to First American Title Insurance Co. (the “Escrow Agent”) and represents that such funds are sufficient to satisfy the Total US Foods Claim in full. Such funds will remain in escrow until February 12, 2018.

NOW, THEREFORE, IT IS HEREBY STIPULATED AS FOLLOWS:

1. The Parties agree to payment in full of the Total US Foods Claim on February 12, 2018 by wire. On or before the close of business on February 1, 2018, the Escrow Agent will provide a letter to the Parties ("Escrow Confirmation Letter") confirming receipt of such funds and that such funds are to be released to US Foods on February 12, 2018. On or before close of business on February 7, 2018, US Foods will be provided with a closing settlement statement (the "Closing Settlement Statement") which includes a line item specifically identifying US Foods as a recipient of the funds sufficient to pay the Total US Foods Claim in full. Nothing herein is intended nor shall be deemed to be a waiver or release of the Total US Foods Claim, which is specifically reserved and preserved in all respects until paid in full. Delivery of the Escrow Confirmation Letter and Closing Statement shall be made by electronic mail to counsel to the undersigned Parties at the email addresses listed below. Payment of the Total US Foods Claim will be made by wire transfer to:

Name of bank: Bank of America
Type of account: Checking
Routing/Transit #: 026009593
Account#: 8188100093

2. The Parties agree that the sale of the Debtor's assets to 5171 Campbell may close prior to February 12, 2018, and the proceeds of the sale of the Debtor's assets will not be distributed prior to February 12, 2018.

3. This Stipulation may only be changed, modified or otherwise altered in a writing executed by all the parties to this Stipulation. Facsimile or other electronic copies of signatures on this Stipulation are acceptable, and a facsimile or other electronic copy of a signature on this Stipulation is deemed an original.

4. This Stipulation may be executed in counterparts, each of which is deemed an original, but when taken together constitute one and the same document, and shall become effective on the date that one or more such counterparts have been signed by each of the Parties and delivered to all Parties.

5. The undersigned hereby represent and warrant that they have full authority to execute this Stipulation on behalf of the respective Parties and that the respective Parties have full knowledge of, and have consented to, this Stipulation.

6. The Court retains jurisdiction to interpret and enforce the terms of this Stipulation.

Dated: February 1, 2018

Stipulated and Agreed:

US FOODS, INC.

M. COLETTE GIBBONS, CHAPTER 11 TRUSTEE
FOR UNIQUE VENTURES GROUP, LLC

By: /s/ Aaron Davis
One of Its Attorneys

By: /s/ Nicholas R. Pagliari
One of Her Attorneys

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Acknowledged and Agreed:

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